



MARIETTA REDEVELOPMENT CORPORATION

**REQUEST FOR QUALIFICATIONS AND LETTERS OF INTEREST
INSTRUCTIONS**

The Marietta Redevelopment Corporation (the MRC) is seeking statements of qualifications and letters of interest from qualified providers of bond underwriting services and related financial advisory services for a tax increment financing district created by the City of Marietta, Georgia in support of a mixed-use neighborhood center in accordance with the recently adopted Powder Springs Street Master Plan.

Important Details and Deadlines

Statements of qualifications and letters of interest will be evaluated on the following key factors:

- Responsiveness to qualification questions required
- Experience of the firm in similar jurisdictions and projects of like scope
- Experience and qualifications of the assigned individuals

Respondents are required to submit the statement of qualifications and letter of interest by Friday, October 8, 2004 at 3:00 p.m.

Firms satisfying the qualifications criteria will be invited to respond to a more detailed request for proposals (RFP). The RFP will include development pro forma and other information that may be needed by respondents in order to prepare specific financing proposals.

Deliver to statement of qualifications and letter of interest to:

Gary Mongeon, Executive Director
REF: UNDERWRITER REQUEST FOR QUALIFICATIONS
Marietta Redevelopment Corporation
205 Lawrence Street, 2nd Floor
Marietta, Georgia 30060

Please direct all questions regarding the preparation of responses to same.

The MRC reserves the right to request additional information or clarify submitted information, to alter the procedures for selection, or to reject any and all proposals and to waive any informalities or irregularities in the procedure. Please contact us with any questions you may have prior to the submission deadline.



MARIETTA REDEVELOPMENT CORPORATION

REQUEST FOR QUALIFICATIONS AND LETTERS OF INTEREST TO SUPPLY FINANCING SERVICES

Section 1 – Overview

1.0 Overview

The Marietta Redevelopment Corporation (the MRC) is requesting STATEMENTS OF QUALIFICATIONS and LETTERS OF INTEREST for the purpose of establishing an eligibility list of qualified bond underwriters to meet future debt financing requirements and related financial services for a tax increment financing district created by the City of Marietta, Georgia. Specific identified financing does not exist at this time.

Requirements may include Tax Allocation Bonds, Community Facilities and Assessment Districts, Certificates of Participation, Tax Increment Debt, Lease Revenue Bonds or other forms of conventional financing as may be appropriate for specific redevelopment projects and other financial advisory services.

1.1 Purpose

The first project to qualify for debt financing assistance within the tax increment financing district is described in this RFQ. The immediate purpose of this RFQ is to identify appropriate and cost effective forms of financing for this particular project, and to invite qualified firms to offer financial services to help implement the project. Over the longer term, the MRC anticipates the need to finance additional projects of smaller and larger scale. These additional projects are likely to require a range of financing approaches.

The Marietta Redevelopment Corporation is a private non-profit Corporation created by the City government to advise and assist in managing redevelopment initiatives within the community. The MRC intends, but does not commit, to use this RFQ to establish an eligibility list for a period of approximately five (5) years from the date created and subsequently issue REQUESTS FOR PROPOSALS (RFP) for tax increment bond underwriters as may be needed from time to time for the purpose of redevelopment and community economic development activities undertaken by the City of Marietta. Solicitations of proposals for actual financing services may be generated from this list using a formal RPP process that will be managed by the City's Purchasing Department, in accordance with established procedures.

1.2 Structure

The MRC/City will select and negotiate with an underwriter the terms for that specific financing. For certain other financings, the City/MRC may request specific proposals from firms that may lead to oral interviews. The City/MRC will select an underwriter, or team of

underwriters, which in our judgment best fit the needs and circumstances of each financing.

The City/MRC will select other members of financing teams, including bond counsel, financial advisor, and if required, special tax consultants and assessment engineers. The City/MRC will also request the ability to approve the underwriter's counsel.

All members of the financing team will structure financings that are in the best interests of the City of Marietta.

Section 2 – Project Background

2.0 Project Background

The Johnny Walker Project Area is part of the implementation of the Powder Springs Street Master Plan of The Marietta Redevelopment Corporation. The focus of this project will be the creation of a mixed-use development on vacant city-owned property of approximately 12.8 acres near the city-center of Marietta, Georgia. The Johnny Walker Project Area was selected as the leading redevelopment area because of its potential strategic impact, suitability for redevelopment, marketability and the local government's overall community economic development goals and objectives.

2.1 Tax Allocation District

To encourage the type of mixed-use development contemplated for the Johnny Walker Project Area, The Marietta Redevelopment Corporation has established the CITY CENTER SOUTH RENAISSANCE Tax Allocation District to offer flexibility in creating and managing the public-private partnership necessary to bring redevelopment to the site.

A Tax Allocation District offers the opportunity for tax increment financing of public incentives and investment in the site. These incentives may be available at the start of construction or to reimburse the developer and the MRC for certain project costs.

The MRC will work with the selected developer in determining eligible project costs for the incentives. The specific level of public financing to be contributed to the project will be negotiated with the developer based on their plan, their projected need, and the projected assessed value of the project.

The MRC, as part of a master development agreement, will negotiate the specific allocation of funds or incentives allocated to this project with the selected developer.

2.2 Master Plan Recommendations

The following information is excerpted from the Powder Springs Corridor Master Plan. It is intended to provide respondents with an understanding of the overall purpose and objectives of the redevelopment project, and why tax increment financing is being offered to support it.



NEIGHBORHOOD CENTER. Johnny Walker Homes was a prime example of an attempt to create a neighborhood gone awry. Upon this site sat 100 affordable housing units within a framework of unattractive and mundane buildings. The former housing development was monolithic in its uses with no open space; sidewalk environments or retail uses being successfully offered on the site. A true neighborhood center should not be comprised of monotonous buildings, connected by wide arterial streets, with limited and segregated land uses. Rather, a successful neighborhood center is a variety of land uses including parks, shops, and residents; human scale walkable blocks; interconnected, walkable streets; and usable public spaces. The neighborhood center should be a destination, a place where people can come for a variety of different activities that are closely spaced within walking distance of one another. The roads connecting these land uses should be pedestrian-friendly, and interconnected. A neighborhood center shouldn't close when it gets dark, but rather, it should contain land uses that allow for a constant presence of people, such as restaurants, grocery stores and residences. The Johnny Walker Homes site now sits vacant, the canvass wiped clean with a new opportunity to create a working neighborhood center off of Powder Springs Street.

DESIGN ELEMENTS AND FEATURES. Powder Springs Street is the main thoroughfare serving the corridor. This is the most heavily used street and it responds by having the highest intensity of lanes, sidewalks and buildings to reinforce its function. A landscaped median further contributes to its character as a boulevard and also gives the area an urban character. The adjacent sidewalks are wider than any other sidewalks in the area to allow pedestrians to feel safe and buffer them from the traffic along the street. The sidewalks width also accommodates the larger volumes of pedestrian traffic that will be associated with the more intense uses adjacent to the street, such as a grocery store, restaurants, and shops.

The focal point of the entire neighborhood center is to be the newly created esplanade that bisects the district west to east. The esplanade originates to the east at what is to be a focal point at the Cemetery and terminates on the western end at the foot of the newly relocated Wright Street Baptist Church. The esplanade is framed on both sides by multiple story residential buildings with balconies, windows, porches, stoops, entrances and sidewalks that directly face the space. Street parking on both sides of the esplanade helps to slow down traffic and provides additional parking spaces for those who will drive to the new district. The esplanade contains benches, wide sidewalks, streetlights, landscaping and street furniture such as water fountains and public art, making the space both functional and beautiful.

Embellishing this space with a profoundly urban character is paramount in the area's transformation to a desirable destination. The esplanade is the amenity that makes the transformation of the area feasible. By creating an esplanade, potential developers can market the site as a prime site for high-end residential units. The street also provides the additional connectivity needed through the site that allows for the vehicular and pedestrian connections to be made between Powder Springs Street and the neighborhood.

2.3 Tax Increment Financing

Tax increment financing of public incentives and investment in the site is anticipated, based upon the proposed project supporting such increment, unless other debt financing is deemed more appropriate.

The MRC is engaged in final discussions with the selected master developer under a MEMORANDUM OF UNDERSTANDING to create a MASTER DEVELOPMENT AGREEMENT and establish how much increment the project may support or what other debt financing may be appropriate.

The project as currently envisioned would be a mixed-use development of condominium lofts, fee simple row homes, office and retail space, as well as a large parking structure, as outlined in the following table:

Loft Condominiums	118 units
Fee Simple Row Homes	70 units
Retail Space	73,000 square feet
Office Space	32,000 square feet
Parking Deck	320 spaces

The estimated fair market value for the project when completed is \$64 million, allocated as follows:

Loft Condominiums	\$20.6 million
Fee Simple Row Homes	\$21 million
Retail Space	\$14.6 million
Office Space	\$5.1 million
Parking Deck	\$2.7 million

All of the preceding details are subject to further refinement and change. At this time, the MRC anticipates that the maximum amount of TIF associated with this particular development will not exceed \$10 million.

2.4 Master Developer

Madison Retail, LLC has been selected by the City of Marietta as the “preferred” developer and, assuming successful completion of ongoing negotiations, will become the Master Developer for this project. Madison Retail, LLC and is a developer of retail and mixed-use properties throughout the Southeastern United States.

Madison is part of a real estate family of development, construction, landscape design and property management firms based in Atlanta, Georgia. In addition to experience in retail and mixed-use development, other affiliate companies bring their considerable experience in rental apartment development, construction and management, condominium and fee simple town home development and sales, residential management and landscape design, installation and maintenance to each new development opportunity.

Madison seeks opportunities to create value through development of communities in accordance with the highest standards. Madison’s professionals offer decades of proven skill in the many disciplines of modern development. They focus on the creation of enjoyable, livable, aesthetically pleasing and financially sound communities. They are known for a record of integrity, ingenuity and accomplishment.

2.5 Master Developer Principals

STEPHEN WHISENANT. Stephen H. Whisenant is the managing partner of Madison Retail, LLC as well as a number of real estate partnerships with domestic and international partners. Steve received both a Bachelor of Science degree in Industrial Management and a Master of Science in Industrial Management from The Georgia Institute of Technology. In September 2003, Steve and John A. Williams re-established

their business relationship with the formation of Madison Retail, LLC. Madison will concentrate on retail and mixed-use development projects and will also be active in management, leasing, consulting and investment for retail and mixed-use projects.

JOHN WILLIAMS. John A. Williams is a principal at Madison Retail, LLC. He has directed and coordinated the development, construction, and management of real estate developments since 1966. He was the Founder of Post Properties, Inc., and is currently President and Chief Executive Officer of Corporate Holdings, LLC. Corporate Holdings develops moderate-income apartments, condominiums, and shopping centers. Williams is currently serving on the Board of Directors of Post Properties, Inc., Riverside Bancshares, Inc., Crawford & Company, and the Atlanta Falcons. He has previously served on the boards of the Georgia Regional Transportation Authority, the Atlanta Regional Commission, Atlanta Convention & Visitors Bureau, Post Secondary/Vocational Education, the Executive Committee of the National Apartment Association and the Board of Directors of NationsBank and Barnett Banks, Inc.

G.K. JOHNSON. G.K. is a principal at Madison Retail, LLC, with direct responsibility over the company's new mixed-use development growth. In less than six months, G.K. has successfully helped to secure three (3) mixed-use developments for the company in three metropolitan Atlanta communities including Suwanee, Woodstock and Marietta. G.K. also completed Smyrna Market Village, a \$13.4 million mixed-use development located in Smyrna, Georgia. This project won an award from the Atlanta Regional Commission for the best mixed-use development in Atlanta.

EDWARD OGLETREE. Ed Ogletree is the director of development of Madison Retail, LLC and has worked in shopping center development and land acquisition since 1976. He has acquired sites and or developed stores for Wal-Mart, Target, The Home Depot, K-Mart, Kroger, Winn-Dixie, Ingle's, Harris Teeter, Cub Foods and Food Lion. For more than four years Ed was The Home Depot Real Estate Manager responsible for the states of Alabama, Tennessee and Virginia.

WILLIAM (ED) ALLEN. Ed Allen is vice president of development for Madison Retail, LLC, a developer of retail and mixed-use projects in the Southeastern United States. He is responsible for oversight of retail and residential development. Additionally, Ed oversees all aspects of construction for Madison. Before joining Madison, Ed spent 8-years as Vice President of Development for Post Properties, Inc., a multi-family Real Estate Investment Trust based in Atlanta, Georgia. While at Post, he was involved in various mixed-use developments in a number of major markets including Atlanta, Tampa, Nashville, Charlotte, Dallas, Houston, Denver, Washington DC and Southern California.

Section 3 – Underwriter Services

3.0 Scope of Services

The underwriter will assist the MRC in the structuring, marketing and sale of negotiated bonds or other appropriate debt instruments to meet the financing requirements of specific projects. The sale of the bonds or other financing will coincide with the financing needs of specific projects.

The underwriter will be approved by the City Council for specific financings, and will report to the City's internal financing team that consists of representatives of the City Manager's Office, Finance Department, City Attorney, and other City staff as required.

For presentation purposes, the range of underwriter services requested below refers primarily to bonds. The most advantageous form of financing for the Johnny Walker Project Area may or may not involve bonds, and respondents are strongly encouraged to discuss alternative forms of financing as may be appropriate. However, the MRC anticipates that as additional projects are undertaken and larger-scale developments are considered, bond-underwriting services will eventually be required.

3.1 Underwriter Services

Services expected of the underwriter may include the following:

STRUCTURING BOND ISSUE. Assist in the structuring of the bond issue, including such critical areas as fixed or variable rate, capitalizing interest, redemption provisions, serial versus term bonds, and the additional bond tests. Also, assist in the review and preparation of legal documents to result in a completed financing that is in the best interests of the City.

MARKETING AND UNDERWRITING. The MRC will expect the underwriter to recommend a marketing plan that results in the most favorable financing terms to the City, and to prepare a pre-pricing analysis document for timely discussion prior to the bond sale. A marketing plan would address current outstanding market conditions such as: the real estate market in Georgia and the metropolitan Atlanta market, investors' perceptions of the financing type, and any other market concerns.

The marketing plan would also address the merits of retail versus institutional sale, given market preferences at the time of the sale.

CREDIT ENHANCEMENT ANALYSIS. Analyze and advise as to the possibility of credit enhancing the bonds, or having the bonds rated by the rating services, depending on the financing.

FINANCING ALTERNATIVES. Assist the MRC in evaluating financing alternatives that may be advantageous for this and future redevelopment projects. Future requirements may include but not be limited to Community Facilities and Assessment Districts, Certificates of Participation, Tax Increment Debt, Lease Revenue Bonds, or other conventional or non-conventional financing methods.

OTHER SERVICES. Assist in preparation of the Official Statement, Continuing Disclosure Agreement and other necessary bond disclosure documents. Participate in meetings as requested, including due diligence and presentations to the City Council.

Section 4 – Statement of Qualifications

4.0 Required Content of Statement of Qualifications

The response should be in a bound letter format of not to exceed ten written pages.

The response should emphasize services or comparative transactions that will be relevant to the proposed redevelopment project and to the City of Marietta. The requested exhibit of relevant issues (see below) is not to be included as part of the page limit.

The underwriter shall provide a clear, concise Statement of Qualifications that will address the underwriter's ability and experience in complying with the scope of services requirements set forth above.

BRIEF DESCRIPTION OF FIRM. Please indicate your firm's commitment to the municipal industry and demonstrate your firm's performance in Georgia.

PRINCIPAL ASSOCIATES. List by name and title the senior finance person, the person from trading/underwriting, and also the principal associates who would work with the MRC. Identify the contact person who will have primary account responsibility. Provide qualifications, experience, and office location and phone number for each.

STATEMENT OF EXPERTISE. Describe your firm's particular expertise in structuring and underwriting bonds or other financing of the types referenced in the introduction of this Request for Qualifications. Give examples of the various relevant financing products/methods you have experience with, how your expertise has been utilized to the advantage of issuers, and how it may relate to the City of Marietta. The MRC will view favorably those respondents who describe and demonstrate expertise with a range of applicable financing products and approaches.

RELEVANT FINANCING ISSUES. Provide a list (as an exhibit) of prior relevant bond issues or other types of project financing that the firm has participated in underwriting since January 2001. Please provide the following information as applicable: date of issue, issue ratings, type of financing, your firm's role in the transaction, fees charged and other pertinent information.

DISTRIBUTION. Describe your firm's retail and institutional distribution capabilities and geographic areas of distribution. Describe any industry surveys or recent reports that support your claims of capital market penetration relative to your firm's competitors. Describe the firm's underwriting committee approval procedure within your firm.

SPECIAL ATTRIBUTES. Briefly describe any attributes that distinguish your firm from others offering similar services that would prove helpful to the MRC in our evaluation process.

INSURANCE. Describe the level and types of insurance carried, including the deductible amount, to cover errors and omissions, improper judgments, or negligence.

SEC OR REGULATORY ISSUES. Describe any pending investigation of the firm or enforcement or disciplinary actions taken within the past three years by the SEC or other regulatory bodies.

MUNICIPAL REFERENCES. A list of up to five municipal references, including name, address, telephone number, and type of financing completed for these clients during the past three years.

Section 5 – Submittal Process

5.0 Details of Submittal Process

Firms desiring to respond should submit five (5) copies of the Statement of Qualifications, in a bound letter format not to exceed ten (10) written pages. Your listing of completed financings since January 2001 may be in addition to the ten pages of the Statement of Qualifications.

Facsimile or e-mail copies will not be accepted.

Respondents are required to submit the statement of qualifications and letter of interest by Friday, October 8, 2004 at 3:00 p.m.

Deliver to statement of qualifications and letter of interest to:

Gary Mongeon, Executive Director
REF: UNDERWRITER REQUEST FOR QUALIFICATIONS
Marietta Redevelopment Corporation
205 Lawrence Street, 2nd Floor
Marietta, Georgia 30060
770 794-5529

Please direct all questions regarding the preparation of responses to same.

5.1 Additional Information

The MRC reserves the right to request additional information or clarify submitted information, to alter the procedures for selection, or to reject any and all proposals and to waive any informalities or irregularities in the procedure. Please contact us with any questions you may have prior to the submission deadline.

The Marietta Redevelopment Corporation intends, but does not commit, to use this eligibility list for a period of approximately five (5) years. The terms and fees of specific financings will be negotiated before a transaction is awarded and will be within current market and industry standards.

5.2 Commitment to Submitters

This REQUEST FOR QUALIFICATIONS does not commit the Marietta Redevelopment Corporation or the City of Marietta, Georgia to award any contract, to pay costs incurred in the preparation of any proposal nor to procure or pay for any service. The MRC, at its sole discretion, reserves the right to accept or reject any or all STATEMENTS OF QUALIFICATIONS received as a result of this request, to excuse informalities and irregularities and to request clarification from any firm without notice thereof to other firms, to negotiate with any qualified source, or to cancel in part or in its entirety this request.

5.3 Open Records and Public Disclosure

The public record law of the State of Georgia (O.C.G.A. 50-18-70 et seq.) requires local governments to disclose certain information upon request. The materials submitted by you in response to the RFQ will eventually qualify as public record if your proposal is one that merits serious consideration by the MRC.

However, under certain conditions, some of the information submitted by you can remain confidential and outside the scope of the public records disclosure requirements. In order to keep certain financial or other information contained in your response confidential, the following four requirements must be met:

- Constitute a trade secret
- Be the property of the developer
- Be disclosed or furnished pursuant to this RFQ

- Be designated by the respondent as “Confidential” or as a “Trade Secret.”

Therefore, please individually mark any documents submitted with your proposal as “**CONFIDENTIAL**” if they contain information that qualifies as a trade secret and if you want to attempt to keep those documents outside of the scope of the public disclosure requirements related to public records.

The MRC will attempt to protect such information from disclosure if it qualifies, but cannot guarantee such protection.